

Exhibit A
(Proposed Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CBC RESTAURANT CORP., et al.,¹

Debtors.

Chapter 11

Case No. 23-10245 (KBO)

(Jointly Administered)

Related D.I. ____

**SUA SPONTE ORDER REQUIRING SSCP RESTAURANT INVESTORS, LLC
TO ESCROW PURCHASE PRICE AS CONDITION PRECEDENT
TO CLOSING SALE TRANSACTION UNDER SALE ORDER**

Consistent with the *sua sponte* ruling of the Court announced on the record at the June 1, 2023 hearing regarding credit bid rights of SSCP Restaurant Investors, LLC (“SSCP”) pursuant to 11 U.S.C. § 363(k) due to the May 19, 2023 filing of the Complaint (defined below) by the Official Committee of Unsecured Creditors (the “Committee”), the Court having jurisdiction over this matter; and after due deliberation thereon, THE COURT FINDING THAT:

A. On May 19, 2023, the Committee filed its *Complaint Against SSCP Restaurant Investors LLC for Reduction of Its Claim, Declaratory Relief, Disallowance of Its Claim, and Equitable Subordination* as Adversary Case No. 23-50386 (the “**Complaint**”).

B. Also on May 19, 2023, the Committee filed: the (1) *Motion of the Official Committee of Unsecured Creditors for Entry of an Order (I) Denying or Limiting the Credit Bid Rights of SSCP Restaurant Investors LLC and (II) Holding Sale Funds in Escrow Pending Determination of Extent, Priority, and Validity of SSCP’s Secured Claim* [Docket No. 475] (the “**Credit Bid Motion**”); and the (2) *Motion of the Official Committee of Unsecured Creditors for*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include CBC Restaurant Corp. (0801), Corner Bakery Holding Company (3981), and CBC Cardco, Inc. (1938). The Debtors’ service address is 121 Friends Lane, Suite 301, Newtown PA 18940.

Entry of an Order: (1) Granting Derivative Standing to the Official Committee of Unsecured Creditors to Commence, Prosecute and Resolve Certain Claims and Causes of Action; and (2) Extending Challenge Period Pending Consideration of Request for Derivative Standing [Docket No. 476] (the “**Derivative Standing Motion**”).

C. On or about June 6, 2023, the Court entered its *Order Authorizing CBC Restaurant Corp. and Its Affiliated Debtors to (I) Sell Substantially All of the Debtors’ Assets Free and Clear of All Liens, Claims, Permitted Liens, and Interests, (II) Authorizing and Approving the Debtors’ Performance Under the APA, (III) Authorizing and Approving the Assumption and Assignment of Certain of the Debtors’ Executory Contracts, Unexpired Leases, and Permits Related Thereto, and (IV) Granting Related Relief* [Docket No. ___] approving the sale of substantially all of the Debtors’ assets to SSCP (the “**Sale**”), as set forth more fully in the Asset Purchase Agreement attached thereto for a purchase price of \$14,999,065.00 (the “**Purchase Price**”) plus various assumed liabilities and other costs.

D. Notwithstanding SSCP’s desire to pay the Purchase Price entirely by credit bid under 11 U.S.C. § 363(k), in light of the filing of the Complaint by the Committee, cause exists to require SSCP, as a condition to closing the Sale, to deposit into escrow, pending the resolution, dismissal or other disposition of the Complaint pursuant to a final order, cash representing the amount of the Purchase Price, less the \$3.5 million new money portion (the “**New Money DIP**”) of the proceeds of the debtor-in-possession financing advanced by SSCP pursuant to the *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief* [Docket No. 427] (the “**Final Senior DIP Order**”). After subtracting the

\$3.5 million of new money advanced by SSCP under the Final Senior DIP Order, the balance of the Purchase Price to be funded into escrow in cash equals \$11,499,065.00 (the “**Cash Escrow**”).

IT IS HEREBY ORDERED that:

1. SSCP shall deposit the Cash Escrow, into an escrow account in accordance with the terms of this Order.

2. The Cash Escrow shall be held by Wilmington Trust, as escrow agent (the “**Escrow Agent**”).

3. SSCP shall provide evidence of such deposit to the Committee, the Debtors, and the Office of the United States Trustee as a condition to closing of the Sale.

4. The Cash Escrow shall be held by the Escrow Agent pending the resolution, dismissal, or other disposition of the Complaint pursuant to a final order with disbursement instructions to the Escrow Agent disbursing the Cash Escrow, or pursuant to further order of this Court or any other court of competent jurisdiction instructing the Escrow Agent on the disposition of the Cash Escrow.